

Exhibit B

THE HONORABLE ROBERT S. LASNIK



06-CV-00794-BCST

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

GLENN HUTTON, Derivatively on Behalf of
Nominal Defendant F5 NETWORKS, INC.,

Plaintiff,

vs.

JOHN McADAM, et al.,

Defendants,

- and -

F5 NETWORKS, INC.,

Nominal Defendant.

Case No. C06-0794RSL

**STIPULATION AND [PROPOSED]
ORDER CONSOLIDATING CASES FOR
ALL PURPOSES, APPOINTING LEAD
PLAINTIFF AND LEAD COUNSEL, AND
SETTING SCHEDULE FOR FILING OF
CONSOLIDATED COMPLAINT**

[Caption continued on following page]

STIPULATION AND PROPOSED ORDER
RE: CONSOLIDATION
Case Nos. C06-0794RSL, C06-1057RSL,
C06-1145RSL (Master File No. 06-0794RSL)

DLA Piper US LLP
701 Fifth Avenue, Suite 7000
Seattle, WA 98104-7044 • Tel: 206-839-4800

1 LOCALS 302 AND 612 OF THE)
2 INTERNATIONAL UNION OF OPERATING)
3 ENGINEERS-EMPLOYERS)
4 CONSTRUCTION INDUSTRY)
5 RETIREMENT TRUST, Derivatively on)
6 Behalf of F5 NETWORKS, INC.,)

7 Plaintiff,

8 vs.

9 JOHN McADAM, et al.,

10 Defendants,

11 – and –

12 F5 NETWORKS, INC., a Washington)
13 corporation,)

14 Nominal Defendant.)

15 ALLEN EASTON, Derivatively On Behalf of)
16 F5 NETWORKS, INC.,)

17 Plaintiff,

18 vs.

19 JOHN McADAM, et al.,

20 Defendants,

21 – and –

22 F5 NETWORKS, INC., a Washington)
23 corporation,)

24 Nominal Defendant.)

Case No. C06-1057RSL

Case No. C06-1145RSL

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STIPULATION AND PROPOSED ORDER
RE: CONSOLIDATION
Case Nos. C06-0794RSL, C06-1057RSL,
C06-1145RSL (Master File No. 06-0794RSL)

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WHEREAS, there are three related shareholder derivative actions on behalf of Nominal Defendant F5 Networks, Inc. ("F5") pending in this District:

Abbreviated Case Name	Case Number	Date Filed
<i>Hutton v. McAdam et al.</i>	C06-0794RSL	06/8/06
<i>Locals 302 and 612 of the International Union of Operating Engineers-Employers Construction Industry Retirement Trust v. McAdam et. al.</i>	C06-1057RSL	07/26/06
<i>Easton v. McAdam et al.</i>	C06-1145RSL	08/14/06 ¹

WHEREAS, no party opposes F5's Motion to Consolidate [dkt no. 4 in Case No. 06-0794RSL; dkt. nos. 14 and 25 in Case No. 06-1057RSL; dkt. no. 6 in Case No. 1145RSL] the above-captioned cases;

WHEREAS, the three F5 related shareholder derivative actions arise out of the same transactions and occurrences and involve the same or substantially similar issues of law and fact, and, therefore, should be consolidated for all purposes under Fed. R. Civ. P. 42(a);

WHEREAS, Plaintiff Locals 302 and 612 of the International Union of Operating Engineers-Employers Construction Industry Retirement Trust Motion to Appoint Lead Plaintiff and Lead Counsel [dkt nos. 10 and 29 in Case No. 06-0794RSL; dkt. no. 4 in Case No. 06-1057RSL; dkt. no. 6 in Case No. 1145RSL] is unopposed;²

WHEREAS, counsel for plaintiffs and defendants have met and conferred and have agreed to a schedule for filing a Consolidated Complaint and request a status conference to discuss a schedule for briefing motions directed at the Consolidated Complaint; and

¹ At one time, there was a total of six F5 related shareholder derivative actions pending in this District. *Wright v. McAdams, et al.* (Case No. C06-872RSL) and *Adams v. Amdahl, et al.* (Case No. C06-873RSL) were remanded on September 12, 2006. [dkt. no. 22 in Case No. C06-872RSL; dkt no. 34 in Case No. C06-873RSL] Defendants have agreed to stipulate to remanding *Sommer v. McAdam et al.* (Case No. C06-1229RSL), and the parties will be filing a joint stipulation shortly.

² F5 and the individual defendants take no position regarding the appointment of lead plaintiff and lead counsel.

1 WHEREAS, the agreed-upon schedule is not for the purpose of delay, promotes judicial
2 efficiency, and will not cause prejudice to any party.

3 THEREFORE, IT IS STIPULATED AND AGREED by plaintiffs and defendants, through
4 their respective counsel of record, as follows:

5 **I. CONSOLIDATION OF ACTIONS**

6 1. The following actions are hereby consolidated for all purposes, including pretrial
7 proceedings, trial and appeal:

Abbreviated Case Name	Case Number	Date Filed
<i>Hutton v. McAdam et al.</i>	C06-0794RSL	6/8/06
<i>Locals 302 and 612 of the International Union of Operating Engineers-Employers Construction Industry Retirement Trust v. McAdam et al.</i>	C06-1057RSL	7/26/06
<i>Easton v. McAdam et al.</i>	C06-1145RSL	8/14/06

13 2. The caption of these consolidated actions shall be "*In re F5 Networks, Inc. Derivative*
14 *Litigation*" and the files of these consolidated actions shall be maintained in one file under Master
15 File No. C06-0794RSL. Any other actions now pending (except *Sommer v. McAdam et al.*) or later
16 filed in or removed or transferred to this Court which arise out of or are related to the same facts as
17 alleged in the above-identified cases shall be consolidated, except for good cause shown, for all
18 purposes, if and when they are brought to the Court's attention.

19 3. Every pleading filed in the consolidated actions, or in any separate action included
20 herein, shall bear the following caption:

21 UNITED STATES DISTRICT COURT
22 WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

23 In re F5 NETWORKS, INC. DERIVATIVE) Master File No. C06-0794RSL
24 LITIGATION)
25)
26)

STIPULATION AND PROPOSED ORDER
RE: CONSOLIDATION -- 2
Case Nos. C06-0794RSL, C06-1057RSL,
C06-1145RSL (Master File No. 06-0794RSL)

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1 4. A Master Docket and a Master File hereby are established for the above consolidated
2 proceedings and for all other related cases filed in or removed or transferred to this Court. This
3 Court requests the assistance of counsel in calling to the attention of the clerk of this Court the filing
4 or removal or transfer of any case which properly might be consolidated as part of *In re F5*
5 *Networks, Inc. Derivative Litigation*.

6 **II. APPOINTMENT OF LEAD PLAINTIFF AND LEAD PLAINTIFF**
7 **COUNSEL**

8 5. Locals 302 and 612 of the International Union of Operating Engineers-Employers
9 Construction Industry Retirement Trust is appointed Lead Plaintiff;

10 6. Lerach Coughlin Stoia Geller Rudman & Robbins LLP is appointed Lead Plaintiff
11 Counsel.

12 **III. SCHEDULE FOR CONSOLIDATED COMPLAINT**

13 7. Lead Plaintiff shall file and serve a Consolidated Complaint within 45 days after the
14 date of entry of this Order.

15 8. Defendants need not respond to any of the pre-existing complaints. Service, pursuant
16 to Rule 4 of the Federal Rules of Civil Procedure, of any of the pre-existing complaints on any of the
17 defendants, or their counsel if service has been waived, shall constitute sufficient service on that
18 defendant. Service shall be effected with respect to any defendant named in the consolidated action
19 by serving the Consolidated Complaint on that defendant's counsel.

20 **IV. STATUS CONFERENCE**

21 9. The Court shall schedule a status conference as soon as practicable after the
22 Consolidated Complaint is served and filed to discuss a schedule for briefing motions directed at the
23 Consolidated Complaint.

24 **IT IS SO STIPULATED.**

1 DATED: September 29, 2006

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15 DATED: September 29, 2006

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STIPULATION AND PROPOSED ORDER
RE: CONSOLIDATION -- 4
Case Nos. C06-0794RSL, C06-1057RSL,
C06-1145RSL (Master File No. 06-0794RSL)

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1 DATED: September 29, 2006

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18 DATED: September 29, 2006

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STIPULATION AND PROPOSED ORDER

RE: CONSOLIDATION -- 5

Case Nos. C06-0794RSL, C06-1057RSL,

C06-1145RSL (Master File No. 06-0794RSL)

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1 DATED: September 29, 2006

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12 DATED: September 29, 2006

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20 DATED: September 29, 2006

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STIPULATION AND PROPOSED ORDER
RE: CONSOLIDATION -- 6
Case Nos. C06-0794RSL, C06-1057RSL,
C06-1145RSL (Master File No. 06-0794RSL)

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* * *

ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED

DATED: October 2, 2006

Robert S. Lasnik
THE HONORABLE ROBERT S. LASNIK
UNITED STATES DISTRICT JUDGE

STIPULATION AND PROPOSED ORDER
RE: CONSOLIDATION -- 7
Case Nos. C06-0794RSL, C06-1057RSL,
C06-1145RSL (Master File No. 06-0794RSL)

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CERTIFICATE OF SERVICE

I hereby certify that on September 29, 2006, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF System which will send notification of such filing to the following:

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9 Dated at Seattle, Washington, this 29th day of September, 2006.

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CERTIFICATE OF SERVICE -- 3
Case Nos. C06-0794RSL, C06-1057RSL,
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